

<i>SERFF Tracking Number:</i>	<i>SKML-125655206</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Sun Life Assurance Company of Canada (U.S.)</i>	<i>State Tracking Number:</i>	<i>39075</i>
<i>Company Tracking Number:</i>	<i>MSG-VULS-2009</i>		
<i>TOI:</i>	<i>L06G Group Life - Variable</i>	<i>Sub-TOI:</i>	<i>L06G.202 Joint (Last Survivor) - Flexible Premium</i>
<i>Product Name:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO</i>		
<i>Project Name/Number:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009</i>		

Filing at a Glance

Company: Sun Life Assurance Company of Canada (U.S.)		
Product Name: Sun Life / Magnastar Grp Survivorship 2001 CSO	SERFF Tr Num: SKML-125655206	State: ArkansasLH
TOI: L06G Group Life - Variable	SERFF Status: Closed	State Tr Num: 39075
Sub-TOI: L06G.202 Joint (Last Survivor) - Flexible Premium	Co Tr Num: MSG-VULS-2009	State Status: Filed-Closed
Filing Type: Form	Co Status:	Reviewer(s): Linda Bird
	Author: Dee Sinkoe	Disposition Date: 05/28/2008
	Date Submitted: 05/21/2008	Disposition Status: Accepted For Informational Purposes
Implementation Date Requested: On Approval		Implementation Date:
State Filing Description:		

General Information

Project Name: Sun Life / Magnastar Grp Survivorship 2001 CSO	Status of Filing in Domicile: Not Filed
Project Number: MSG-VULS-2009	Date Approved in Domicile:
Requested Filing Mode: Informational	Domicile Status Comments:
Explanation for Combination/Other:	Market Type: Group
Submission Type: New Submission	Group Market Size: Small and Large
Overall Rate Impact:	Group Market Type: Trust
Filing Status Changed: 05/28/2008	
State Status Changed: 05/28/2008	Deemer Date:
Corresponding Filing Tracking Number:	
Filing Description:	

We are submitting the above referenced form on behalf of Sun Life Assurance Company of Canada (U.S.) for your review and approval. The purpose of this form is to replace the current Certificate Specifications with these insert pages to comply with the new Mortality Table effective on 1/1/2009.

The certificate was approved by your state on 2/13/07 State File # 35065.

<i>SERFF Tracking Number:</i>	<i>SKML-125655206</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Sun Life Assurance Company of Canada (U.S.)</i>	<i>State Tracking Number:</i>	<i>39075</i>
<i>Company Tracking Number:</i>	<i>MSG-VULS-2009</i>		
<i>TOI:</i>	<i>L06G Group Life - Variable</i>	<i>Sub-TOI:</i>	<i>L06G.202 Joint (Last Survivor) - Flexible Premium</i>
<i>Product Name:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO</i>		
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The above referenced forms are group flexible premium survivorship variable life insurance forms that will not be available to the general public but will be sold in private offerings. Therefore the product offering will be limited to "accredited investors" as defined in Rule 506 under Regulation D of the Securities Act of 1933 and "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act of 1940. In reliance on Regulation D of the 1940 Act, the contract will not be registered with the SEC and will be sold with an offering memorandum instead of a prospectus. The Group Master Contract will be issued to a trust in the State of Delaware which was approved on March 20, 2007. The Group Master Contract will not be issued in your state. Only the Certificate will be issued in your state. The bracketed information in the Certificate Specifications is either John Doe information relating to the Owner and/or Insured or is case specific variable material. The bracketed information is explained further in the attached Statement of Variables.

We hereby certify that the only changes to this certificate are in the Certificate Specifications and that there have been no changes made to the body of the certificate.

Company and Contact

Filing Contact Information

(This filing was made by a third party - sandrakmeltzerandassociates)

Dvora Sinkoe, Compliance Analyst	dee@skminc.com
1750 Century Circle	(404) 633-5353 [Phone]
Atlanta, GA 30345	(404) 633-6301[FAX]

Filing Company Information

Sun Life Assurance Company of Canada (U.S.)	CoCode: 79065	State of Domicile: Delaware
One Sun Life Executive Park	Group Code: 549	Company Type: Life and Health
Wellesley Hills, MA 02481	Group Name:	State ID Number:
(781) 446-1245 ext. [Phone]	FEIN Number: 04-2461439	

Filing Fees

Fee Required?	Yes
Fee Amount:	\$50.00
Retaliatory?	Yes
Fee Explanation:	Delaware requires 50.00 per form

<i>SERFF Tracking Number:</i>	<i>SKML-125655206</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Sun Life Assurance Company of Canada (U.S.)</i>	<i>State Tracking Number:</i>	<i>39075</i>
<i>Company Tracking Number:</i>	<i>MSG-VULS-2009</i>		
<i>TOI:</i>	<i>L06G Group Life - Variable</i>	<i>Sub-TOI:</i>	<i>L06G.202 Joint (Last Survivor) - Flexible Premium</i>
<i>Product Name:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO</i>		
<i>Project Name/Number:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009</i>		
Per Company:	No		

SERFF Tracking Number: SKML-125655206 *State:* Arkansas
Filing Company: Sun Life Assurance Company of Canada (U.S.) *State Tracking Number:* 39075
Company Tracking Number: MSG-VULS-2009
TOI: L06G Group Life - Variable *Sub-TOI:* L06G.202 Joint (Last Survivor) - Flexible Premium
Product Name: Sun Life / Magnastar Grp Survivorship 2001 CSO
Project Name/Number: Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Sun Life Assurance Company of Canada (U.S.)	\$50.00	05/21/2008	20437727

SERFF Tracking Number: SKML-125655206 State: Arkansas
Filing Company: Sun Life Assurance Company of Canada (U.S.) State Tracking Number: 39075
Company Tracking Number: MSG-VULS-2009
TOI: L06G Group Life - Variable Sub-TOI: L06G.202 Joint (Last Survivor) - Flexible Premium
Product Name: Sun Life / Magnastar Grp Survivorship 2001 CSO
Project Name/Number: Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Accepted For Linda Bird Informational Purposes		05/28/2008	05/28/2008

<i>SERFF Tracking Number:</i>	<i>SKML-125655206</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Sun Life Assurance Company of Canada (U.S.)</i>	<i>State Tracking Number:</i>	<i>39075</i>
<i>Company Tracking Number:</i>	<i>MSG-VULS-2009</i>		
<i>TOI:</i>	<i>L06G Group Life - Variable</i>	<i>Sub-TOI:</i>	<i>L06G.202 Joint (Last Survivor) - Flexible Premium</i>
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Disposition

Disposition Date: 05/28/2008

Implementation Date:

Status: Accepted For Informational Purposes

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: SKML-125655206 State: Arkansas

Filing Company: Sun Life Assurance Company of Canada (U.S.) State Tracking Number: 39075

Company Tracking Number: MSG-VULS-2009

TOI: L06G Group Life - Variable Sub-TOI: L06G.202 Joint (Last Survivor) - Flexible Premium

Product Name: Sun Life / Magnastar Grp Survivorship 2001 CSO

Project Name/Number: Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009

Item Type	Item Name	Item Status	Public Access
Supporting Document	Certification/Notice		Yes
Supporting Document	Application		Yes
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document	Authorization Letter		Yes
Supporting Document	Statement of Variables		Yes
Form	Variable Life Insurance Schedule Pages		Yes

SERFF Tracking Number: SKML-125655206 State: Arkansas

Filing Company: Sun Life Assurance Company of Canada (U.S.) State Tracking Number: 39075

Company Tracking Number: MSG-VULS-2009

TOI: L06G Group Life - Variable Sub-TOI: L06G.202 Joint (Last Survivor) - Flexible Premium

Product Name: Sun Life / Magnastar Grp Survivorship 2001 CSO

Project Name/Number: Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009

Form Schedule

Lead Form Number: MSG-VULS-2009

Review Status	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
	MSG-VULS-2009	Schedule Pages	Variable Life Insurance Schedule Pages	Initial		0	MSG-VULS-2009 sched_2001C SO 2.50.pdf

1 CERTIFICATE SPECIFICATIONS

Insured #1	[John Doe]	Insured #2	[Mary Doe]
Issue Age	[55]	Issue Age	[55]
Sex	[Male]	Sex	[Female]
Premium Class	[Standard] [Non-Tobacco User]	Premium Class	[Standard] [Non-Tobacco User]
Certificate Owner at Issue	[John Doe]		
Certificate Number	[U1 00 000 000]		
Certificate Date	[March 1, 2009]		
Group Contract Number	[9-000001]		
Maturity Date	[March 1, 2075]		
Mortality Table	Commissioners 2001 Standard Ordinary Mortality Table		
Computation Interest Rate	[4%] a year		

1.1 Death Benefit

Total Face Amount at Issue	[\$50,000,000] See Section 1.4 for scheduled changes in future years
Death Benefit Option at Issue	[Option A]
Definition of Life Insurance Elected	[Cash Value Accumulation Test]
Minimum Face Amount	[\$1,000,000]

1.2 Premiums

Planned Premium	[\$2,347,000.00] per year for Certificate Years [1 through 7]
Billing Interval	[Annually] beginning on the Certificate Date
Band 1 Premium	the first [\$2,347,000.00] paid per year
Band 2 Premium	the next [\$5,000,000.00] paid per year
Minimum Initial Premium	[\$1,412,250]

1.3 Summary of Additional Coverages in Effect

[Include Riders actually selected]

Type	Form #	Description	Effective Date
NONE			

This Group Contract and this certificate have not been and will not be registered with the Securities and Exchange Commission under the Securities Act of 1933, and is "restricted" as contemplated by Regulation D under the Securities Act of 1933 as amended. The certificate may not be sold or otherwise transferred except as permitted under the 1933 Act or the Investment Company Act of 1940 and, further, subject to Our prior consent.

1.4 Separate Account

[Separate Account R]

[Separate Account S]

1.5 Scheduled Face Amount for Coverage Segment 1

Certificate Year	Face Amount	Certificate Year	Face Amount
1	[50,000,000.00]	34	[50,000,000.00]
2	[50,000,000.00]	35	[50,000,000.00]
3	[50,000,000.00]	36	[50,000,000.00]
4	[50,000,000.00]	37	[50,000,000.00]
5	[50,000,000.00]	38	[50,000,000.00]
6	[50,000,000.00]	39	[50,000,000.00]
7	[50,000,000.00]	40	[50,000,000.00]
8	[50,000,000.00]	41	[50,000,000.00]
9	[50,000,000.00]	42	[50,000,000.00]
10	[50,000,000.00]	43	[50,000,000.00]
11	[50,000,000.00]	44	[50,000,000.00]
12	[50,000,000.00]	45	[50,000,000.00]
13	[50,000,000.00]	46	[50,000,000.00]
14	[50,000,000.00]	47	[50,000,000.00]
15	[50,000,000.00]	48	[50,000,000.00]
16	[50,000,000.00]	49	[50,000,000.00]
17	[50,000,000.00]	50	[50,000,000.00]
18	[50,000,000.00]	51	[50,000,000.00]
19	[50,000,000.00]	52	[50,000,000.00]
20	[50,000,000.00]	53	[50,000,000.00]
21	[50,000,000.00]	54	[50,000,000.00]
22	[50,000,000.00]	55	[50,000,000.00]
23	[50,000,000.00]	56	[50,000,000.00]
24	[50,000,000.00]	57	[50,000,000.00]
25	[50,000,000.00]	58	[50,000,000.00]
26	[50,000,000.00]	59	[50,000,000.00]
27	[50,000,000.00]	60	[50,000,000.00]
28	[50,000,000.00]	61	[50,000,000.00]
29	[50,000,000.00]	62	[50,000,000.00]
30	[50,000,000.00]	63	[50,000,000.00]
31	[50,000,000.00]	64	[50,000,000.00]
32	[50,000,000.00]	65	[50,000,000.00]
33	[50,000,000.00]	66	[50,000,000.00]

1.6 Certificate Charges Deducted From Premium Payments

The Maximum Guaranteed Percent of Premium Charge is equal to the sum of:

1. The Guaranteed Maximum Sales Load Percentage as shown in the table below; plus
2. [1.25]% DAC Tax; plus
3. [2.50]% State Premium Tax.

Coverage Segment Year	Guaranteed Maximum Sales Load Percentage Applied to Band 1 Premiums	Guaranteed Maximum Sales Load Percentage Applied to Band 2 Premiums	Guaranteed Maximum Sales Load Percentage Applied to Band 3 Premiums	[Guaranteed Maximum Processing Fee Per Each Premium Payment]
1	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
2	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
3	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
4	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
5	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
6	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
7	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
8	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
9	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
10	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
11	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
12	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
13	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
14	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
15	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
16	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
17	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
18	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
19	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
20	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
21	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
22	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
23	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
24	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
25	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
26	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
27	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
28	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
29	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
30	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
31	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
32	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
33	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
34	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
35	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
36	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
37	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]

Coverage Segment Year	Guaranteed Maximum Sales Load Percentage Applied to Band 1 Premiums	Guaranteed Maximum Sales Load Percentage Applied to Band 2 Premiums	Guaranteed Maximum Sales Load Percentage Applied to Band 3 Premiums	[Guaranteed Maximum Processing Fee Per Each Premium Payment]
38	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
39	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
40	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
41	[5.26%]	[5.26%]	[2.53%]	\$ [5.00]
42	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
43	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
44	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
45	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
46	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
47	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
48	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
49	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
50	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
51	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
52	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
53	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
54	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
55	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
56	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
57	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
58	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
59	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
60	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
61	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
62	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
63	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
64	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
65	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]
66	[5.26%]	[5.26%]	[5.26%]	\$ [5.00]

The application of these loads is described further in section 5.

1.7 Deductions from Account Value

Processing Period every [1] month[s]

1.7.1 Guaranteed Maximum Administrative Charges

Coverage Segment Year	Monthly Certificate Fee ⁽¹⁾	Monthly Charge per \$1000 of Initial Face Amount	Coverage Segment Year	Monthly Certificate Fee ⁽¹⁾	Monthly Charge per \$1000 of Initial Face Amount
1	[\$10.00]	[0.06801]	34	[\$10.00]	[0.02647]
2	[\$10.00]	[0.06801]	35	[\$10.00]	[0.02647]
3	[\$10.00]	[0.06801]	36	[\$10.00]	[0.02647]
4	[\$10.00]	[0.06801]	37	[\$10.00]	[0.02647]
5	[\$10.00]	[0.06801]	38	[\$10.00]	[0.02647]
6	[\$10.00]	[0.06801]	39	[\$10.00]	[0.02647]
7	[\$10.00]	[0.06801]	40	[\$10.00]	[0.02647]
8	[\$10.00]	[0.06801]	41	[\$10.00]	[0.02647]
9	[\$10.00]	[0.06801]	42	[\$10.00]	[0.02647]
10	[\$10.00]	[0.06801]	43	[\$10.00]	[0.02647]
11	[\$10.00]	[0.02647]	44	[\$10.00]	[0.02647]
12	[\$10.00]	[0.02647]	45	[\$10.00]	[0.02647]
13	[\$10.00]	[0.02647]	46	[\$10.00]	[0.02647]
14	[\$10.00]	[0.02647]	47	[\$10.00]	[0.02647]
15	[\$10.00]	[0.02647]	48	[\$10.00]	[0.02647]
16	[\$10.00]	[0.02647]	49	[\$10.00]	[0.02647]
17	[\$10.00]	[0.02647]	50	[\$10.00]	[0.02647]
18	[\$10.00]	[0.02647]	51	[\$10.00]	[0.02647]
19	[\$10.00]	[0.02647]	52	[\$10.00]	[0.02647]
20	[\$10.00]	[0.02647]	53	[\$10.00]	[0.02647]
21	[\$10.00]	[0.02647]	54	[\$10.00]	[0.02647]
22	[\$10.00]	[0.02647]	55	[\$10.00]	[0.02647]
23	[\$10.00]	[0.02647]	56	[\$10.00]	[0.02647]
24	[\$10.00]	[0.02647]	57	[\$10.00]	[0.02647]
25	[\$10.00]	[0.02647]	58	[\$10.00]	[0.02647]
26	[\$10.00]	[0.02647]	59	[\$10.00]	[0.02647]
27	[\$10.00]	[0.02647]	60	[\$10.00]	[0.02647]
28	[\$10.00]	[0.02647]	61	[\$10.00]	[0.02647]
29	[\$10.00]	[0.02647]	62	[\$10.00]	[0.02647]
30	[\$10.00]	[0.02647]	63	[\$10.00]	[0.02647]
31	[\$10.00]	[0.02647]	64	[\$10.00]	[0.02647]
32	[\$10.00]	[0.02647]	65	[\$10.00]	[0.02647]
33	[\$10.00]	[0.02647]	66	[\$10.00]	[0.02647]

(1) Certificate fee applies only to initial Coverage Segment

1.7.2 Monthly rates for mortality and expense risk charges

Guaranteed maximum monthly rates as a percentage of unloaned Account Value

Coverage Segment Year	Mortality and Expense Risk Charge Rate	Coverage Segment Year	Mortality and Expense Risk Charge Rate
1	[0.0540%]	34	[0.0540%]
2	[0.0540%]	35	[0.0540%]
3	[0.0540%]	36	[0.0540%]
4	[0.0540%]	37	[0.0540%]
5	[0.0540%]	38	[0.0540%]
6	[0.0540%]	39	[0.0540%]
7	[0.0540%]	40	[0.0540%]
8	[0.0540%]	41	[0.0540%]
9	[0.0540%]	42	[0.0540%]
10	[0.0540%]	43	[0.0540%]
11	[0.0540%]	44	[0.0540%]
12	[0.0540%]	45	[0.0540%]
13	[0.0540%]	46	[0.0540%]
14	[0.0540%]	47	[0.0540%]
15	[0.0540%]	48	[0.0540%]
16	[0.0540%]	49	[0.0540%]
17	[0.0540%]	50	[0.0540%]
18	[0.0540%]	51	[0.0540%]
19	[0.0540%]	52	[0.0540%]
20	[0.0540%]	53	[0.0540%]
21	[0.0540%]	54	[0.0540%]
22	[0.0540%]	55	[0.0540%]
23	[0.0540%]	56	[0.0540%]
24	[0.0540%]	57	[0.0540%]
25	[0.0540%]	58	[0.0540%]
26	[0.0540%]	59	[0.0540%]
27	[0.0540%]	60	[0.0540%]
28	[0.0540%]	61	[0.0540%]
29	[0.0540%]	62	[0.0540%]
30	[0.0540%]	63	[0.0540%]
31	[0.0540%]	64	[0.0540%]
32	[0.0540%]	65	[0.0540%]
33	[0.0540%]	66	[0.0540%]

1.8 Cost of Insurance Rates

Guaranteed Maximum Monthly Rates per \$1,000 of Net Amount at Risk²

Coverage Segment Year	Beginning of Year Age ¹ #1/#2	Monthly Cost of Insurance Rate	Coverage Segment Year	Beginning of Year Age ¹ #1/#2	Monthly Cost of Insurance Rate
1	55/55	[0.00262]	40	94/94	[16.68130]
2	56/56	[0.00898]	41	95/95	[18.93312]
3	57/57	[0.01721]	42	96/96	[21.11854]
4	58/58	[0.02733]	43	97/97	[23.46136]
5	59/59	[0.03962]	44	98/98	[24.19533]
6	60/60	[0.05471]	45	99/99	[25.71474]
7	61/61	[0.07346]	46	100/100	[27.93969]
8	62/62	[0.09673]	57	101/101	[30.29503]
9	63/63	[0.12503]	58	102/102	[32.98910]
10	64/64	[0.15884]	59	103/103	[36.08362]
11	65/65	[0.19885]	50	104/104	[39.65075]
12	66/66	[0.24534]	51	105/105	[43.71450]
13	67/67	[0.29894]	52	106/106	[48.13008]
14	68/68	[0.36160]	53	107/107	[52.93694]
15	69/69	[0.43329]	54	108/108	[58.09590]
16	70/70	[0.51880]	55	109/109	[63.84209]
17	71/71	[0.61997]	56	110/110	[70.17493]
18	72/72	[0.74503]	57	111/111	[76.79231]
19	73/73	[0.88888]	58	112/112	[83.33333]
20	74/74	[1.05398]	59	113/113	[83.33333]
21	75/75	[1.24520]	60	114/114	[83.33333]
22	76/76	[1.46507]	61	115/115	[83.33333]
23	77/77	[1.72216]	62	116/116	[83.33333]
24	78/78	[2.02349]	63	117/117	[83.33333]
25	79/79	[2.37438]	64	118/118	[83.33333]
26	80/80	[2.77399]	65	119/119	[83.33333]
27	81/81	[3.27260]	66	120/120	[83.33333]
28	82/82	[3.83579]			
29	83/83	[4.45007]			
30	84/84	[5.14561]			
31	85/85	[5.93707]			
32	86/86	[6.76034]			
33	87/87	[7.80082]			
34	88/88	[8.92949]			
35	89/89	[10.14773]			
36	90/90	[11.34308]			
37	91/91	[12.19882]			
38	92/92	[13.36060]			
39	93/93	[14.85786]			

(1) On a certificate anniversary, "Age" means the Age of Insured #1 and Insured #2 at his or her birthday nearest that date. That Age will apply until the next anniversary.

(2) For [Insured #1, Male, Premium Class Standard, Aggregate and Insured #2, Female, Premium Class Standard, Aggregate].

1.9 Certificate Loan Factors

Coverage Segment Year	Guaranteed Minimum Annual Interest Crediting Rate for Loan Account	Guaranteed Maximum Annual Interest Rate Charged on Certificate Debt Balances	Coverage Segment Year	Guaranteed Minimum Annual Interest Crediting Rate for Loan Account	Guaranteed Maximum Annual Interest Rate Charged on Certificate Debt Balances
1	4.00%	[6.00%]	34	4.00%	[6.00%]
2	4.00%	[6.00%]	35	4.00%	[6.00%]
3	4.00%	[6.00%]	36	4.00%	[6.00%]
4	4.00%	[6.00%]	37	4.00%	[6.00%]
5	4.00%	[6.00%]	38	4.00%	[6.00%]
6	4.00%	[6.00%]	39	4.00%	[6.00%]
7	4.00%	[6.00%]	40	4.00%	[6.00%]
8	4.00%	[6.00%]	41	4.00%	[6.00%]
9	4.00%	[6.00%]	42	4.00%	[6.00%]
10	4.00%	[6.00%]	43	4.00%	[6.00%]
11	4.00%	[6.00%]	44	4.00%	[6.00%]
12	4.00%	[6.00%]	45	4.00%	[6.00%]
13	4.00%	[6.00%]	46	4.00%	[6.00%]
14	4.00%	[6.00%]	47	4.00%	[6.00%]
15	4.00%	[6.00%]	48	4.00%	[6.00%]
16	4.00%	[6.00%]	49	4.00%	[6.00%]
17	4.00%	[6.00%]	50	4.00%	[6.00%]
18	4.00%	[6.00%]	51	4.00%	[6.00%]
19	4.00%	[6.00%]	52	4.00%	[6.00%]
20	4.00%	[6.00%]	53	4.00%	[6.00%]
21	4.00%	[6.00%]	54	4.00%	[6.00%]
22	4.00%	[6.00%]	55	4.00%	[6.00%]
23	4.00%	[6.00%]	56	4.00%	[6.00%]
24	4.00%	[6.00%]	57	4.00%	[6.00%]
25	4.00%	[6.00%]	58	4.00%	[6.00%]
26	4.00%	[6.00%]	59	4.00%	[6.00%]
27	4.00%	[6.00%]	60	4.00%	[6.00%]
28	4.00%	[6.00%]	61	4.00%	[6.00%]
29	4.00%	[6.00%]	62	4.00%	[6.00%]
30	4.00%	[6.00%]	63	4.00%	[6.00%]
31	4.00%	[6.00%]	64	4.00%	[6.00%]
32	4.00%	[6.00%]	65	4.00%	[6.00%]
33	4.00%	[6.00%]	66	4.00%	[6.00%]

1.10 Surrender Charge Factors

Coverage Segment Year	Maximum Guaranteed Charge per \$1000 of Initial Face Amount
1	[\$3.8639]
2	[\$3.8639]
3	[\$3.8639]
4	[\$3.8639]
5	[\$3.8639]
6	[\$3.0900]
7	[\$2.3161]
8	[\$1.5422]
9	[\$0.7739]
10 & later	[0]

1.11 Definition of Life Insurance Death Benefit Factors

[include GPT corridor factors or 1/NSP factors for CVAT in Req Total DB column]

Certificate Year	Required Total Death Benefit Factor	Certificate Year	Required Total Death Benefit Factor
1	[3.4147]	34	[1.2321]
2	[3.2836]	35	[1.2135]
3	[3.1581]	36	[1.1964]
4	[3.0379]	37	[1.1804]
5	[2.9230]	38	[1.1641]
6	[2.8131]	39	[1.1478]
7	[2.7080]	40	[1.1316]
8	[2.6077]	41	[1.1154]
9	[2.5119]	42	[1.0991]
10	[2.4206]	43	[1.0814]
11	[2.3336]	44	[1.0610]
12	[2.2508]	45	[1.0345]
13	[2.1720]	46	[1.0000]
14	[2.0969]	47	[1.0000]
15	[2.0256]	48	[1.0000]
16	[1.9578]	49	[1.0000]
17	[1.8933]	50	[1.0000]
18	[1.8322]	51	[1.0000]
19	[1.7745]	52	[1.0000]
20	[1.7199]	53	[1.0000]
21	[1.6683]	54	[1.0000]
22	[1.6197]	55	[1.0000]
23	[1.5738]	56	[1.0000]
24	[1.5307]	57	[1.0000]
25	[1.4902]	58	[1.0000]
26	[1.4522]	59	[1.0000]
27	[1.4167]	60	[1.0000]
28	[1.3839]	61	[1.0000]
29	[1.3535]	62	[1.0000]
30	[1.3252]	63	[1.0000]
31	[1.2991]	64	[1.0000]
32	[1.2750]	65	[1.0000]
33	[1.2526]	66	[1.0000]

[If the Definition of Life Insurance Elected is the Cash Value Accumulation Test, the Death benefit factors are equal to one divided by the Net Single Premium (as defined in Code Section 7702(b)).

We reserve the right to modify the Required Total Death Benefit Factors, retroactively if necessary, to ensure or maintain qualification of this certificate as a life insurance contract for federal tax purposes, notwithstanding any other provisions of this certificate to the contrary.] *{Include these statements for CVAT policies only}*

1.12 Factors Applicable To Exempt Subaccounts

[This section will include a separate page for each available Exempt Subaccount]

Fund Name	[XYZ Select Fund]
Valuation Date	[The first business day of each calendar month]
Investment Date	[The first business day of each calendar month]
Investment Notice Period	[10 days]
Full Liquidity Date	[The last business day of each calendar quarter]
Full Liquidity Notice Date	[60 calendar days before a Full Liquidity Date]
Full Liquidity Deferral Period	[60 calendar days]
Liquidity Reserve Factor	[10%]
Partial Liquidity Date	[Last business day of each calendar year after the first certificate year]
Partial Liquidity Factor	[20% or \$20,000 if greater]
Partial Liquidity Notice Date	[75 calendar days before a Partial Liquidity Date]
Partial Liquidity Deferral Period	[75 calendar days]

<i>SERFF Tracking Number:</i>	<i>SKML-125655206</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Sun Life Assurance Company of Canada (U.S.)</i>	<i>State Tracking Number:</i>	<i>39075</i>
<i>Company Tracking Number:</i>	<i>MSG-VULS-2009</i>		
<i>TOI:</i>	<i>L06G Group Life - Variable</i>	<i>Sub-TOI:</i>	<i>L06G.202 Joint (Last Survivor) - Flexible Premium</i>
<i>Product Name:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO</i>		
<i>Project Name/Number:</i>	<i>Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009</i>		

Rate Information

Rate data does NOT apply to filing.

SERFF Tracking Number: SKML-125655206 State: Arkansas
Filing Company: Sun Life Assurance Company of Canada (U.S.) State Tracking Number: 39075
Company Tracking Number: MSG-VULS-2009
TOI: L06G Group Life - Variable Sub-TOI: L06G.202 Joint (Last Survivor) - Flexible Premium
Product Name: Sun Life / Magnastar Grp Survivorship 2001 CSO
Project Name/Number: Sun Life / Magnastar Grp Survivorship 2001 CSO/MSG-VULS-2009

Supporting Document Schedules

Review Status:

Satisfied -Name: Certification/Notice 05/19/2008
Comments:
Attachment:
AR Certification.pdf

Review Status:

Satisfied -Name: Application 05/19/2008
Comments:
This policy will be used with previously approved applications MSG-VUL-06-APP and MSG-VUL-06-CAPP approved on 3/9/07 State Tracking No. 34739.

Review Status:

Satisfied -Name: Authorization Letter 05/21/2008
Comments:
Attachment:
Authorization Letter Grp JTLS.pdf

Review Status:

Satisfied -Name: Statement of Variables 05/21/2008
Comments:
Attachment:
SOV MSG-VULS-2009.pdf

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S)

CERTIFICATION OF COMPLIANCE

ARKANSAS

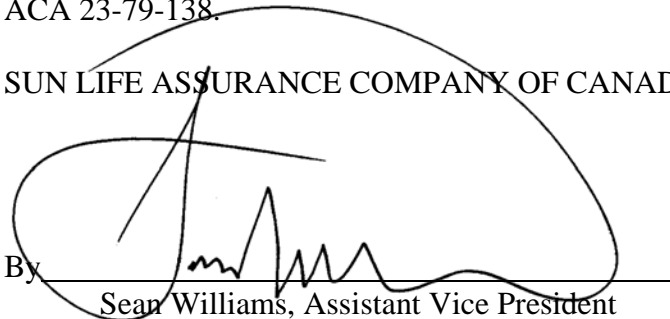
Re: **Policy Form MSG-VULS-2009**

With respect to submission of the above-referenced forms, SUN LIFE ASSURANCE COMPANY OF CANADA (U.S) hereby agrees as follows:

1. The Company will comply with the requirements of Rule and Regulation 19, concerning Unfair Sex Discrimination in the Sale of Insurance, when marketing these forms in the State of Arkansas.
2. The Company will comply with the requirements of Rule and Regulation 49 by providing a copy of the Life and Health Insurance Guaranty Association Notice to the group contract holder.
4. The Company will provide the Consumer Information Notice in compliance with ACA 23-79-138.

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S)

By

A large, stylized handwritten signature in black ink, appearing to read 'Sean Williams', is written over a horizontal line. The signature is enclosed within a large, loopy oval shape.

Sean Williams, Assistant Vice President



Sun Life Assurance Company of Canada (U.S.)
SC1114
One Sun Life Executive Park
Wellesley Hills, MA 02481

May 21, 2008

**RE: Form No. MSG-VULS-2006 - Flexible Premium Adjustable Life Insurance Policy
Revised Policy Schedule Page - MSG-VULS-2009**

Dear State Regulator:

Please be advised that Sandra K. Meltzer & Associates, Inc. is authorized to represent us in the submission of the enclosed filing of the above referenced forms to reflect the use of the 2001 CSO Mortality Table. This firm is authorized to act on our behalf with regard to this submission and all correspondence should be sent to them at the following address:

Sandra K. Meltzer & Associates, Inc.
1925 Century Boulevard, Suite 1
Atlanta, Georgia 30345

Sincerely,

A handwritten signature in black ink that reads "Thomas Miele". The signature is fluid and cursive, with a long horizontal stroke at the beginning.

Thomas Miele
Assistant Vice President, Product Management

Telephone: (800) 432-1102, x1113
Fax: (781) 237-1588
Email: thomas.miele@sunlife.com

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

VARIABLE MATERIAL

Form No. MSG-VULS-2009 (Schedule Page Insert)

This private placement product is available only to very high net worth individual and business purchasers who meet the SEC requirements of Qualified Purchasers and Accredited Investors. These buyers have a demonstrated level of business and investment knowledge and typically make their insurance decisions with advice from one or several accounting, tax and legal advisors.

Reflecting that marketplace, the product is designed with flexibility in load structure, to permit the product to be configured for each sale to meet the needs of that particular buyer. (For just a few examples, one client may choose a load structure that minimizes premium loads but has surrender charges and higher administrative charges. Another may emphasize premium loads and minimize administrative charges.) The actuarial memorandum accompanying the filing describes this flexible load structure in more detail, and how the boundaries of the permissible combinations of charge levels are determined to demonstrate that all permissible configurations will comply with standard nonforfeiture law requirements that apply to variable life insurance and the nonforfeiture benefits provided are appropriate and equitable to the insured and to the certificate owner. Once a certificate is issued, the maximum loads shown in that certificate cannot be changed.

Section 1: All the bracketed items are John Doe information

Section 1.1 The first three bracketed items are John Doe information
The Minimum Face Amount is determined by the characteristics of the case: [\$25,000-\$500,000]

Section 1.2 These bracketed items are determined by the characteristics of the case.

Section 1.3 The bracketed items are riders that are included at the option of the Certificate Owner.

Section 1.4 The bracketed Separate Accounts are those being offered by the Company. The Certificate Owner chooses to invest in one or more Separate Accounts and the Separate Accounts are shown in the Certificate schedule.

Section 1.5 The bracketed items are John Doe information.

Section 1.6 Premium Loads –the Maximum Loads are:

DAC Tax; plus: This will only change if changed by the IRS.
State Premium Tax. This will only change if changed by the State.

Age	Guaranteed Maximum Sales Load Percentage Charge Applied to Premiums	Guaranteed Maximum Processing Fee Per Each Premium Payment
15-74	26.50%	\$5.00
75	25.25%	\$5.00
76	24.00%	\$5.00
77	22.75%	\$5.00
78	21.50%	\$5.00
79	20.25%	\$5.00
80	19.00%	\$5.00
81	17.75%	\$5.00
82	16.50%	\$5.00
83	15.25%	\$5.00
84	14.00%	\$5.00
85	12.75%	\$5.00
86-90	11.50%	\$5.00

Section 1.7 Processing Period every [1 - 12] month[s]

Section 1.7.1 Deductions from Account Value – the Maximum Loads are:

“Equal Age”	Maximum Monthly Certificate Fee	Maximum Monthly Charge per \$1000 of Initial Face Amount	“Equal Age”	Maximum Monthly Certificate Fee	Maximum Monthly Charge per \$1000 of Initial Face Amount
		Male/Male Unequal Ages			Male/Male Unequal Ages
15	\$10.00	0.43560	53	\$10.00	1.33584
16	\$10.00	0.44598	54	\$10.00	1.37632
17	\$10.00	0.45646	55	\$10.00	1.41680
18	\$10.00	0.46702	56	\$10.00	1.46485
19	\$10.00	0.47766	57	\$10.00	1.51351
20	\$10.00	0.48840	58	\$10.00	1.56279
21	\$10.00	0.49922	59	\$10.00	1.61269
22	\$10.00	0.51014	60	\$10.00	1.66320
23	\$10.00	0.52114	61	\$10.00	1.71433
24	\$10.00	0.53222	62	\$10.00	1.76607
25	\$10.00	0.54340	63	\$10.00	1.81843
26	\$10.00	0.56179	64	\$10.00	1.87141
27	\$10.00	0.58045	65	\$10.00	1.92500
28	\$10.00	0.59937	66	\$10.00	2.01168
29	\$10.00	0.61855	67	\$10.00	2.10012
30	\$10.00	0.63800	68	\$10.00	2.19032
31	\$10.00	0.65771	69	\$10.00	2.28228
32	\$10.00	0.67769	70	\$10.00	2.37600
33	\$10.00	0.69793	71	\$10.00	2.47148
34	\$10.00	0.71843	72	\$10.00	2.56872
35	\$10.00	0.73920	73	\$10.00	2.66772
36	\$10.00	0.76490	74	\$10.00	2.76848
37	\$10.00	0.79094	75	\$10.00	2.87100
38	\$10.00	0.81734	76	\$10.00	2.97528
39	\$10.00	0.84410	77	\$10.00	3.08132
40	\$10.00	0.87120	78	\$10.00	3.18912
41	\$10.00	0.89866	79	\$10.00	3.29868
42	\$10.00	0.92646	80	\$10.00	3.41000
43	\$10.00	0.95462	81	\$10.00	3.52308
44	\$10.00	0.98314	82	\$10.00	3.63792
45	\$10.00	1.01200	83	\$10.00	3.75452
46	\$10.00	1.05248	84	\$10.00	3.87288
47	\$10.00	1.09296	85	\$10.00	3.99300
48	\$10.00	1.13344	86	\$10.00	4.07770
49	\$10.00	1.17392	87	\$10.00	4.16240
50	\$10.00	1.21440	88	\$10.00	4.24710
51	\$10.00	1.25488	89	\$10.00	4.33180
52	\$10.00	1.29536	90	\$10.00	4.41650

- Section 1.7.2 Monthly rates for mortality and expense risk charges
Maximum Mortality and Expense Risk Charge Rates: 300 bp
- Section 1.8 Guaranteed Maximum Cost of Insurance Rates:
Commissioners 2001 Standard Ordinary Mortality Table, Age Near Birthday, Ultimate, Male and Female, Aggregate.
- Section 1.9 Certificate Loan Factors
Guaranteed Minimum Annual Interest Crediting Rate for Loan Account: 4.00%
Guaranteed Maximum Annual Interest Rate Charged on Certificate Debt Balances: 8.00%
- Section 1.10 Guaranteed Maximum Surrender Charge Factors
Guaranteed Maximum First Year Surrender Charge as a Percent of Target Premium: 20.00%
- Section 1.11 Definition of Life Insurance Death Benefit Factors:
Either GPT corridor factors or 1/NSP factors for CVAT in Required Total DB column where 1/NSP is based on Commissioners 2001 Standard Ordinary Mortality Table, Age Near Birthday, Ultimate, Male and Female, Aggregate.

Section 1.12:

MAXIMUM FACTORS APPLICABLE TO EXEMPT SUBACCOUNTS

Valuation Date	No less frequently than quarterly
Investment Date	No less frequently than quarterly
Investment Notice Period	Maximum of 15 days
Full Liquidity Date	No more than one year from Notice Date
Full Liquidity Notice Date	No more than one year from Notice Date
Full Liquidity Deferral Period	No more than one year from Notice Date
Liquidity Reserve Factor	10%
Partial Liquidity Date	No more than one year from Notice Date
Partial Liquidity Factor	10%
Partial Liquidity Notice Date	No more than one year from Notice Date
Partial Liquidity Deferral Period	No more than one year from Notice Date